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QUARTERLY STATEMENT

AS OF MARCH 31, 2009

OF THE CONDITION AND AFFAIRS OF THE

Pro Care Health Plan, Inc.

NAIC Group Code 0000 (Current Period), 0000 (Prior Period) NAIC Company Code 11081 Employer's ID Number 38-3295207

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan

Country of Domicile United States

Licensed as business type: Life, Accident & Health [ ] Property/Casualty [ ] Hospital, Medical & Dental Service or Indemnity [ ]
Dental Service Corporation [ ] Vision Service Corporation [ ] Health Maintenance Organization [X]
Other [ ] Is HMO, Federally Qualified? Yes [ ] No [X]

Incorporated/Organized 09/29/1995 Commenced Business 12/19/2000

Statutory Home Office 3968 Mount Elliott (Street and Number), Detroit, MI 48207 (City, State and Zip Code)

Main Administrative Office 3968 Mount Elliott (Street and Number) Detroit, MI 48207 (City or Town, State and Zip Code) 313-267-0307 (Area Code) (Telephone Number)

Mail Address 3968 Mt. Elliott St. (Street and Number or P.O. Box), Detroit, MI 48207 (City or Town, State and Zip Code)

Primary Location of Books and Records 3968 Mount Elliott (Street and Number) Detroit, MI 48207 (City, State and Zip Code) 313-267-0307 (Area Code) (Telephone Number)

Internet Web Site Address Procarehp.com

Statutory Statement Contact Jaspinder Sachdev JD. (Name) 313-267-0307 (Area Code) (Telephone Number) (Extension)

jsachdev@procarehp.com (E-Mail Address) 313-925-0322 (Fax Number)

OFFICERS

Name	Title	Name	Title
Augustine Kole-James, MD	President & CEO	Robin Cole, RN	Secretary
Harold Montgomery, CPA	Treasurer	Jaspinder Sachdev, JD	CFO

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Augustine Kole-James, MD	Robin Cole, RN	Harold Montgomery, CPA	Nanacy Quarles #
Berlinda Webb #	Claudia Austin #		

State of Michigan
County of Wayne ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Augustine Kole-James, MD	Robin Cole, RN	Jaspinder Sachdev, JD
President & CEO	Secretary	CFO

Subscribed and sworn to before me this
_____ day of _____,

_____
,

a. Is this an original filing? Yes [X] No [ ]

b. If no,
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds			0	0
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5. Cash ($ 1,167,266), cash equivalents ($ 311,074) and short-term investments ($ 733,658)	2,211,998		2,211,998	2,169,930
6. Contract loans (including $ ..... premium notes)			0	0
7. Other invested assets	0		0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	2,211,998	0	2,211,998	2,169,930
11. Title plants less $ ..... charged off (for Title insurers only)			0	0
12. Investment income due and accrued	65		65	3,277
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset			0	0
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software	50,755		50,755	39,594
19. Furniture and equipment, including health care delivery assets ($ .....)	18,404	18,404	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	311,072	8,577	302,495	207,077
22. Health care ($ .....) and other amounts receivable	20,061		20,061	26,748
23. Aggregate write-ins for other than invested assets	0	0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	2,612,355	26,981	2,585,374	2,446,626
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	2,612,355	26,981	2,585,374	2,446,626
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)	946,137		946,137	706,558
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	18,500		18,500	14,000
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	105,241		105,241	129,839
10.1 Current federal and foreign income tax payable and interest thereon (including $ ..... on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including $ ..... current) and interest thereon $ ..... (including $ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with ($ ..... authorized reinsurers and $ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including $ ..... current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	1,069,878	0	1,069,878	850,397
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	60,000	60,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	2,653,557	2,653,557
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	(1,198,061)	(1,117,328)
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24) $ .....)	XXX	XXX		0
30.2 ..... shares preferred (value included in Line 25) $ .....)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	1,515,496	1,596,229
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	2,585,374	2,446,626
DETAILS OF WRITE-INS				
2101. Property tax payable			0	0
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	2,796	313	5,691
2.	Net premium income (including $ non-health premium income)	XXX	923,130	76,168	1,776,303
3.	Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4.	Fee-for-service (net of $ medical expenses)	XXX		0	0
5.	Risk revenue	XXX		0	0
6.	Aggregate write-ins for other health care related revenues	XXX	(50,377)	(1,296)	(83,912)
7.	Aggregate write-ins for other non-health revenues	XXX	0	0	0
8.	Total revenues (Lines 2 to 7)	XXX	872,753	74,872	1,692,391
	Hospital and Medical:				
9.	Hospital/medical benefits		512,438	60,099	1,178,022
10.	Other professional services		2,037	0	1,611
11.	Outside referrals		0	0	0
12.	Emergency room and out-of-area		57,126	1,250	102,437
13.	Prescription drugs		45,801	6,921	76,023
14.	Aggregate write-ins for other hospital and medical	0	0	0	0
15.	Incentive pool, withhold adjustments and bonus amounts			0	0
16.	Subtotal (Lines 9 to 15)	0	617,402	68,270	1,358,093
	Less:				
17.	Net reinsurance recoveries			0	0
18.	Total hospital and medical (Lines 16 minus 17)	0	617,402	68,270	1,358,093
19.	Non-health claims (net)			0	0
20.	Claims adjustment expenses, including $ cost containment expenses		12,350	1,628	18,200
21.	General administrative expenses		323,343	80,835	544,943
22.	Increase in reserves for life and accident and health contracts including $ increase in reserves for life only)			0	0
23.	Total underwriting deductions (Lines 18 through 22)	0	953,095	150,733	1,921,236
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(80,342)	(75,861)	(228,845)
25.	Net investment income earned		1,422	14,579	43,107
26.	Net realized capital gains (losses) less capital gains tax of $			0	130,700
27.	Net investment gains (losses) (Lines 25 plus 26)	0	1,422	14,579	173,807
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $			0	0
29.	Aggregate write-ins for other income or expenses	0	0	0	0
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(78,920)	(61,282)	(55,038)
31.	Federal and foreign income taxes incurred	XXX		0	0
32.	Net income (loss) (Lines 30 minus 31)	XXX	(78,920)	(61,282)	(55,038)
	DETAILS OF WRITE-INS				
0601.	Provider Tax (QAAP)	XXX	(50,377)	(1,296)	(83,912)
0602.		XXX	0	0	0
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699.	Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	(50,377)	(1,296)	(83,912)
0701.		XXX	0	0	0
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799.	Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.					
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499.	Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.			0	0	0
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999.	Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year
	CAPITAL AND SURPLUS ACCOUNT:			
33.	Capital and surplus prior reporting year	1,596,229	1,651,074	1,651,074
34.	Net income or (loss) from Line 32	(78,920)	(61,282)	(55,038)
35.	Change in valuation basis of aggregate policy and claim reserves		0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $		0	0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0	0
38.	Change in net deferred income tax		0	0
39.	Change in nonadmitted assets	(1,815)	(1,065)	194
40.	Change in unauthorized reinsurance	0	0	0
41.	Change in treasury stock		0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles		0	0
44.	Capital Changes:			
	44.1 Paid in		0	0
	44.2 Transferred from surplus (Stock Dividend)		0	0
	44.3 Transferred to surplus		0	0
45.	Surplus adjustments:			
	45.1 Paid in		0	0
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital		0	0
46.	Dividends to stockholders		0	0
47.	Aggregate write-ins for gains or (losses) in surplus	3	(1)	(1)
48.	Net change in capital & surplus (Lines 34 to 47)	(80,732)	(62,348)	(54,845)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	1,515,497	1,588,726	1,596,229
	DETAILS OF WRITE-INS			
4701.			0	0
4702.			0	0
4703.	Rounding error	3	(1)	(1)
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	3	(1)	(1)

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
	Cash from Operations		
1.	Premiums collected net of reinsurance	923,130	1,776,303
2.	Net investment income	1,422	43,107
3.	Miscellaneous income	(8,892)	0
4.	Total (Lines 1 to 3)	915,660	1,819,410
5.	Benefit and loss related payments	377,823	651,535
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0
7.	Commissions, expenses paid and aggregate write-ins for deductions	335,675	545,528
8.	Dividends paid to policyholders		0
9.	Federal and foreign income taxes paid (recovered) net of $ tax on capital gains (losses)	0	0
10.	Total (Lines 5 through 9)	713,498	1,197,063
11.	Net cash from operations (Line 4 minus Line 10)	202,162	622,347
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	0	0
	12.2 Stocks	0	0
	12.3 Mortgage loans	0	0
	12.4 Real estate	0	488,000
	12.5 Other invested assets	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(964)	7,112
	12.7 Miscellaneous proceeds	964	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	495,112
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	0	0
	13.2 Stocks	0	0
	13.3 Mortgage loans	0	0
	13.4 Real estate	0	0
	13.5 Other invested assets	0	0
	13.6 Miscellaneous applications	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0
14.	Net increase (or decrease) in contract loans and premium notes	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	495,112
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0
	16.3 Borrowed funds	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities		0
	16.5 Dividends to stockholders	0	0
	16.6 Other cash provided (applied)	(160,094)	(146,481)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(160,094)	(146,481)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	42,068	970,978
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	2,169,930	1,198,952
	19.2 End of period (Line 18 plus Line 19.1)	2,211,998	2,169,930

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	827	0	0	0	0	0	0	0	827	0
2 First Quarter	955								955	
3 Second Quarter	0								0	
4. Third Quarter	0								0	
5. Current Year	955								955	
6 Current Year Member Months	2,796								2,796	
Total Member Ambulatory Encounters for Period:										
7. Physician	440								440	
8. Non-Physician	689								689	
9. Total	1,129	0	0	0	0	0	0	0	1,129	0
10. Hospital Patient Days Incurred	50								50	
11. Number of Inpatient Admissions	15								15	
12. Health Premiums Written	936,632								936,632	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	936,632								936,632	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	377,823								377,823	
18. Amount Incurred for Provision of Health Care Services	617,402								617,402	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ .....

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed-Uncovered						0
0399999 Aggregate Accounts Not Individually Listed-Covered	111,283	19,281				130,564
0499999 Subtotals	111,283	19,281	0	0	0	130,564
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	815,573
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	946,137
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	161,089	216,734	485,469	460,668	646,558	706,558
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8)	161,089	216,734	485,469	460,668	646,558	706,558
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals	161,089	216,734	485,469	460,668	646,558	706,558

(a) Excludes $ ..... loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS

1. **Summary of Significant Accounting Policies**

   The financial statements of Pro Care Health Plan, Inc. have been completed in accordance with the NAIC Accounting Practices and Procedures manual except for items prescribed or permitted by the State of Michigan, Office of Financial and Insurance Regulation.

   The presentation of the financial statements in conformity with the NAIC Accounting Practices manual, requires management to make estimate and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported revenue and expenses during the reporting period. Actual results could differ from those estimates.

   Cash and Cash equivalents: Short-term Investments with maturity of three months or less at the time of purchase are reported as Cash equivalents. Short-term investments consist of Exempt Money Market Mutual funds as well as Certificate of Deposit with maturity of one year or less at the purchase date are stated at amortized cost less any valuation allowance and non-admitted amounts.

   Equipment is stated at depreciated cost. Depreciation is determined by the straight-line method over the estimated useful life of the asset.

   Medical claims liability consists of unpaid medical claims and other obligations resulting from the provision of health care services. The liabilities include claims reported as of the balance sheet date as well as estimates for claims incurred but not reported. As of 03/31/2009 ProCare has $964,026 Claims unpaid and the $18,500 Unpaid Claims adjustment expenses.

   The Plan was approved for expansion of service area for Medicaid Managed Care, Wayne County in November 2007 and assigned Medicaid membership on a voluntary basis in December 2007. Pro Care got its first members effective January 2008. As of 03/31/09, the Plan had 955 members.

2. **Accounting Changes and Correction of Errors**

   Not applicable

3. **Business Combinations and Goodwill**

   Not applicable

4. **Discontinued Operations**

   Not applicable

5. **Investments. (Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities and Repurchase Agreements and Real Estate.)**

   Not applicable

6. **Joint Ventures, Partnerships and Limited Liability Companies**

   Not applicable

7. **Investment Income**

   Not applicable

8. **Derivative Instruments**

NOTES TO FINANCIAL STATEMENTS

Not applicable

9. Income Taxes

Not applicable

10. Information Concerning Parent, Subsidiaries and Affiliates

ProCare signed a contractual agreement to provide management services to its affiliate, ProCare Plus, In c in the year 2004.

11. Debt

Not applicable

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post retirement Benefit Plans

Not applicable

13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations

The Plan has 60,000, authorized, issued, and outstanding shares with Par Value of $1.00. Unassigned funds has been decreased by net loss of ($78,921) and decreased in change in net non-admitted assets of $1815.

14. Contingencies

Not applicable

15. Leases

Pro Care leases office space from ProCare Plus, Inc. The lease is on a month-to-month basis in the amount of $3,000 per month.

Lease payments and income under the leases are as follows:

	2009	2008	2007	2006
Rental Expense	$ 36,000	24,000	24,000	24,000
Rental Income	- 0-	66,000	66,000	84,350
Computer Equipment	-0-	-0-	-0-	-0-

16. Information about Financial Instruments with Off-Balance Sheet risk and Financial Instruments with Concentrations of Credit Risk

Not applicable

17. Sales, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not applicable

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Not applicable

19. Direct Premium Written/Produced by Managing General Agents/ Third Party Administrators

NOTES TO FINANCIAL STATEMENTS

Not applicable

20. Other Items

A. Extraordinary Items

Not applicable

B. Troubled Debt Restructuring: Debtors

Not applicable

C. Other Disclosures

As of 03/31/2009, the Plan added three new Board Members of whom two are Adult enrollees.

D. Not applicable

E. Business Interruption Insurance Recoveries.

Not applicable

F. Sate Transferable Tax Credits.

Not applicable

G. A reporting entity should disclose the aggregate amount of deposits admitted under section 6603 of the Internal Revenue Service Code.

Not applicable

H. Hybrid Securities.

Not applicable

21. Events Subsequent

N/A.

22. Reinsurance

Non-applicable.

23. Retrospectively Rated Contracts & Contracts Subject to Re-determination

Not applicable

24. Change in Incurred Claims and Claim Adjustment Expenses.

Not applicable.

25. Inter-Company Pooling Arrangement .

NOTES TO FINANCIAL STATEMENTS

Not applicable

26. Structured Settlements.

Not applicable

27. Health Care Receivable

The Plan has Maternity Case rate receivable in the amount of $20,061 from the State of Michigan, Medicaid Program..

28. Participating Policies.

Not applicable.

29. Premium Deficiency Reserves.

Not applicable.

30. Anticipated Salvage and Subrogation.

Not applicable**.**

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [X]

2.2 If yes, date of change: .....

3. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ ] NA [X]

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2004

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2004

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/27/2006

6.4 By what department or departments?

Office of Financial and Insurance Regulation.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [X] No [ ] NA [ ]

6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [X] No [ ] NA [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [X]

7.2 If yes, give full information:

.....

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

.....

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ ] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

.....

9.2 Has the code of ethics for senior managers been amended? ..... Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... $ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... $ 0

13. Amount of real estate and mortgages held in short-term investments: ..... $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [ ] No [X]

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$	$
14.22	Preferred Stock	$	$
14.23	Common Stock	$	$
14.24	Short-Term Investments	$	$
14.25	Mortgage Loans on Real Estate	$	$
14.26	All Other	$	$
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$	$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ ]
If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank, Trust Division	411 West Lafayette, Deetroit, MI. 48226

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? ..... Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
Comerica Trust Division	Lessly Coffee	411 West Lafayette, Deetroit, MI. 48226

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? ..... Yes [X] No [ ]

17.2 If no, list exceptions:

.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			ACCIDENT AND HEALTH AFFILIATES			
22667	95-2371728	01/01/2008	ACCIDENT AND HEALTH NON-AFFILIATES ACE American Insurance Co	436Walnut St., Philadelphia, PA. 19106	SSL/I/L	Yes
			LIFE AND ANNUITY AFFILIATES			
			LIFE AND ANNUITY NON-AFFILIATES			
			PROPERTY/CASUALTY AFFILIATES			
			PROPERTY/CASUALTY NON-AFFILIATES			

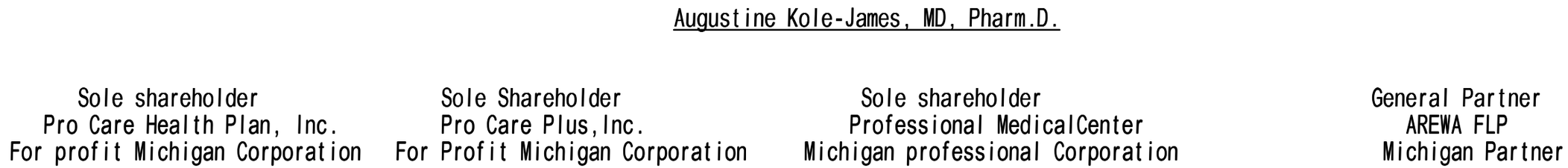
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama AL								0	
2. Alaska AK								0	
3. Arizona AZ								0	
4. Arkansas AR								0	
5. California CA								0	
6. Colorado CO								0	
7. Connecticut CT								0	
8. Delaware DE								0	
9. District of Columbia DC								0	
10. Florida FL								0	
11. Georgia GA								0	
12. Hawaii HI								0	
13. Idaho ID								0	
14. Illinois IL								0	
15. Indiana IN								0	
16. Iowa IA								0	
17. Kansas KS								0	
18. Kentucky KY								0	
19. Louisiana LA								0	
20. Maine ME								0	
21. Maryland MD								0	
22. Massachusetts MA								0	
23. Michigan MI	L			936,632				936,632	
24. Minnesota MN								0	
25. Mississippi MS								0	
26. Missouri MO								0	
27. Montana MT								0	
28. Nebraska NE								0	
29. Nevada NV								0	
30. New Hampshire NH								0	
31. New Jersey NJ								0	
32. New Mexico NM								0	
33. New York NY								0	
34. North Carolina NC								0	
35. North Dakota ND								0	
36. Ohio OH								0	
37. Oklahoma OK								0	
38. Oregon OR								0	
39. Pennsylvania PA								0	
40. Rhode Island RI								0	
41. South Carolina SC								0	
42. South Dakota SD								0	
43. Tennessee TN								0	
44. Texas TX								0	
45. Utah UT								0	
46. Vermont VT								0	
47. Virginia VA								0	
48. Washington WA								0	
49. West Virginia WV								0	
50. Wisconsin WI								0	
51. Wyoming WY								0	
52. American Samoa AS								0	
53. Guam GU								0	
54. Puerto Rico PR								0	
55. U.S. Virgin Islands VI								0	
56. Northern Mariana Islands MP								0	
57. Canada CN								0	
58. Aggregate Other Alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	936,632	0	0	0	936,632	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	936,632	0	0	0	936,632	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.Business not written.

Bar Code:

1.

OVERFLOW PAGE FOR WRITE-INS

Schedule A - Verification

NONE

Schedule B - Verification

NONE

Schedule BA - Verification

NONE

Schedule D - Verification

NONE

Schedule D - Part 1B

NONE

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	733,658	XXX	733,658	536	536

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	734,622	477,510
2. Cost of short-term investments acquired		250,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	(964)	7,112
6. Deduct consideration received on disposals		0
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	733,658	734,622
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	733,658	734,622

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,455,826	0
2. Cost of cash equivalents acquired	0	1,455,826
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	1,144,752	0
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	311,074	1,455,826
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	311,074	1,455,826

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Comerica, checking account 2281 Gratiot Ave. Detroit, MI. 48207			0	0	(97,463)	(30,633)	1,167,266	XXX
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Totals - Open Depositories	XXX	XXX			(97,463)	(30,633)	1,167,266	XXX
0399999 Total Cash on Deposit	XXX	XXX			(97,463)	(30,633)	1,167,266	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total Cash	XXX	XXX			(97,463)	(30,633)	1,167,266	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
8399999 - Total - Bonds					0	0	0
Comerica Sweep account		02/15/2009	0.001	05/14/2009	311,074	65	357
8499999 - Sweep Accounts					311,074	65	357
8699999 Totals					311,074	65	357